

RECORDATION NO. 19609-D, E & F
MAR 11 1997 12:00 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 11, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies of each of the following secondary documents: (1) Lease Supplement No. 2, dated as of December 16, 1996; (2) Trust Indenture Supplement No. 2, dated December 16, 1996; and (3) Bill of Sale and Partial Release, dated December 16, 1996.

The enclosed documents relate to the Equipment Lease Agreement (GATC Trust No. 95-2) and secondary documents related thereto which were previously filed with the Commission under Recordation Number 19609.

The names and addresses of the parties to the enclosed documents are:

Lease Supplement No. 2

Lessor: State Street Bank and Trust Company
225 Franklin Street
Boston, Massachusetts 02101

Lessee: General American Transportation Corporation
500 West Monroe Street
Chicago, Illinois 60661

Counterparts - Edmond M. Lester

Mr. Vernon A. Williams
March 11, 1997
Page 2

**Trust Indenture Supplement No. 2
and Bills of Sale and Partial Release**

Owner Trustee: State Street Bank and Trust Company
225 Franklin Street
Boston, Massachusetts 02101

Indenture Trustee: The First National Bank of Chicago
One First National Plaza
Chicago, Illinois 60670

A description of the railroad equipment covered by the enclosed documents is:

railcar designated as GATX 79886 is deleted from, and railcar GATX 80416 is added to, the Lease and Trust Indenture.

Also enclosed is a check in the amount of \$72.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

LEASE SUPPLEMENT NO. 2
(GATC Trust No 95-2)

MAR 11 1997 - 2:00 PM

This Lease Supplement No. 2, dated as of December/6/1996, between State Street Bank and Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor"), and General American Transportation Corporation, a New York corporation ("Lessee");

Witnesseth:

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease Agreement (GATC Trust No. 95-2) dated as of September 21, 1995 (the "Lease"). The terms used herein are used with the meanings specified in the Lease.

The Lease provides for the execution and delivery of a Lease Supplement substantially in the form hereof for, among other things, the purpose of particularly describing the Replacement Units to be leased to the Lessee in substitution for damaged or destroyed equipment previously leased to Lessee.

Now, therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, the Lessor and the Lessee hereby agree as follows:


1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Units described in Schedule 1 hereto.
2. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.
3. To the extent that this Lease Supplement constitutes chattel paper (as each term is defined in the Uniform Commercial Code) no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart hereof other than the counterpart bearing the receipt therefor executed by the Indenture Trustee for the signature page hereof, which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.
4. This Lease Supplement shall be governed by and construed in accordance with the internal laws and

decisions of the State of New York, provided, however, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.

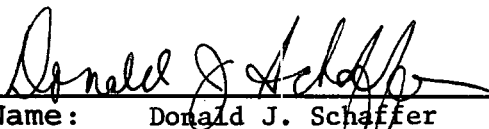
5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

State Street Bank and Trust
Company, not in its individual
capacity but solely as Owner Trustee

By: 
Name: DONALD E. SMITH
Title: VICE PRESIDENT

General American Transportation
Corporation

By: 
Name: Donald J. Schaffer
Title: Vice President & CFO

Mass
State of ~~Delaware~~)
Suffolk) SS
County of ~~New Castle~~)

On this _____ day of _____, 1996, before me personally appeared Donald E Smith, to me personally known, who being by me duly sworn, say that he is Vice President of State Street Bank and Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

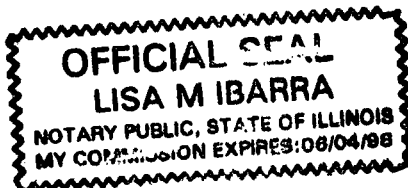
Joao G Correia
Notary Public

[Notarial Seal]

My commission expires: JOAO G. CORREIA
Notary Public
My Commission Expires July 26, 2002

State of Illinois)
County of Cook) SS

On this 3rd day of March, 1996⁷, before me personally appeared Donald T. Schaefer, to me personally known, who being by me duly sworn, say that he is VP & COO of General American Transportation Corporation, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

My commission expires:

Lisa M. Ibarra
Notary Public

SCHEDULE 1

Description	DOT Class	Car Marking
Tank Car	111A100-W-1	GATX 80416